

RECORDATION NO. 26277-J FILED

APR 20 '06

3-15 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

April 20, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Restated Memorandum of Assignment and Assumption Agreement, effective as of April 14, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Assumption Agreement previously filed with the Board under Recordation Number 26277-D.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity North American Freight Car, Inc. (as
successor to Trinity Industries Leasing
Company)
2525 Stemmons Freeway
Dallas, Texas 75207

Assignee: TLP Rail Trust I
Wilmington Trust Company, not in its individual
capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Mr. Vernon A. Williams
April 20, 2006
Page two

This document relates to five Memoranda of Lease Agreements, each with Trinity North American Freight Car, Inc., assignee of Trinity Industries Leasing Company, as Lessor: two with (i) Cemex USA Cement, Inc., Lessee, previously filed under Recordation Number 26277-I, (ii) Georgia Power Company, Lessee, previously filed under Recordation Number 26277-C, and three filed with (iii) W.R. Grace & Co.-Conn., Lessee, previously filed under Recordation Number 26277-E; (iv) Englehard Corporation, Lessee, previously filed under Recordation Number 26277-F; and (v) California Portland Cement, Lessee, previously filed under Recordation Number 26277-G.

A description of the railroad equipment covered by the enclosed document is:

219 railcars:

CMEX 110635 – CMEX 110683 (8 cars – not inclusive)
GALX 6318 – GALX 6347
TILX 5938
TILX 5940
TILX 5942 - TILX 5943
TILX 32820 - TILX 32869 (34 cars – not inclusive)
TILX 32940 - TILX 33010 (63 cars – not inclusive)

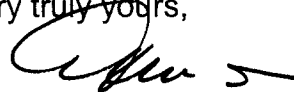
A short summary of the document to appear in the index is:

Restated Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/Sem
Enclosures

APR 20 '06

3-15 AM

SURFACE TRANSPORTATION BOARD

RESTATED MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Restated Memorandum of Assignment and Assumption Agreement effective as of April 14, 2006 by and between TLP Rail Trust I, a Delaware statutory trust (the "**Assignee**") and Trinity North American Freight Car, Inc., a Delaware corporation (as successor to Trinity Industries Leasing Company) (the "**Assignor**").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "**Assignment**"), dated as of April 14, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of certain railroad car leases.

1. Memorandum of said Assignment was recorded on April 14, 2006 with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301(a) as Recordation Number 26277-D (the "**Memorandum of Assignment**").

2. The Assignee and Assignor desire to restate the Memorandum of Assignment so that the first paragraph is deleted in its entirety and replaced with:

"Memorandum of Assignment and Assumption Agreement made and entered into on April 14, 2006 by and between Trinity North American Freight Car, Inc., a Delaware corporation (as successor to Trinity Industries Leasing Company) (the "**Assignor**") and TLP Rail Trust I, a Delaware statutory trust (the "**Assignee**")."

3. Except as restated by this Restated Memorandum of Assignment and Assumption Agreement, the Memorandum of Assignment shall remain in full force and effect.

This Restated Memorandum of Assignment and Assumption Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Restated Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this restated memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: 

Name: **Anita Roselli**
Title: Financial Services Officer

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: _____

Name:

Title:

Executed on this 14th day of April, 2006

Executed on this ____ day of April, 2006

[Restated Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 14 day of April 2006, before a Notary Public in and for said County and State, personally appeared Anna Roselli, who being by me duly sworn, says that (s)he is the Financial Officer of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on April 14, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kimberly E. Faulhaber
Name: KIMBERLY ELIZABETH FAULHABER
Notary Public Notary Public - State of Delaware
My Comm. Expires April 9, 2007.
My Commission Expires:
Residing in Salem, NJ

[Restated Memorandum of Assignment and Assumption Agreement]

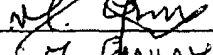
IN WITNESS WHEREOF, the parties hereto have each caused this restated memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name:
Title:

**TRINITY NORTH AMERICAN
FREIGHT CAR, INC.**

By: 
Name: M. GAWAY
Title: PRESIDENT

Executed on this ____ day of April, 2006

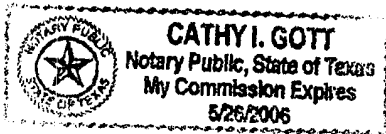
Executed on this 14 day of April, 2006

[Restated Memorandum of Assignment and Assumption Agreement]

STATE OF Texas)
) SS:
COUNTY OF Dallas)

On this, the 14th day of April 2006, before a Notary Public in and for said County and State, personally appeared Martin Gtatham, who being by me duly sworn, says that (s)he is the President of Trinity North American Freight Car, Inc., that said instrument was signed on April 14, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Cathy I. Gott
Name:
Notary Public

My Commission Expires: 5-26-2006
Residing in Dallas Co.

EXHIBIT A

1. Eight (8) units identified with marks CMEX 110635, CMEX 110652, CMEX 110653, CMEX 110656, CMEX 110666, CMEX 110670, CMEX 110675, CMEX 110683 leased pursuant to Rider Ten (10) to that certain Railroad Car Lease Agreement dated February 8, 2000 between Trinity Industries Leasing Company and Cemex USA Cement, Inc.

2. Thirty (30) units identified with marks GALX 6318-6347 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of March 28, 2006 between Trinity Industries Leasing Company and Georgia Power Company.

3. Four (4) units identified with marks TILX 5938, TILX 5940, TILX 5942, TILX 5943 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of December 20, 2005 between Trinity Industries Leasing Company and W. R. Grace & Co.-Conn.

4. Thirty-four (34) units identified with marks TILX 32820-32822, TILX 32824, TILX 32827, TILX 32829-32831, TILX 32833-32836, TILX 32840-32858, TILX 32866, TILX 32867, TILX 32869 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of January 26, 2006 between Trinity Industries Leasing Company and Engelhard Corporation.

5. Sixty-three (63) units identified with marks TILX 32940-32993, TILX 32997, TILX 32998, TILX 33003, TILX 33004, TILX 33006-33010 leased pursuant to Rider Three (3) to that certain Railroad Car Lease Agreement dated as of April 1, 2003 between Trinity Industries Leasing Company and California Portland Cement.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/28/06



Robert W. Alvord